

RECORDATION NO. 7607-A Filed & Recorded

NOV 18 1974 10 30 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of October 15, 1974, among The Western Pacific Railroad Company (hereinafter called the Lessee), GATX Third Aircraft Corporation (hereinafter called the Lessor), and United States Trust Company of New York, as agent (hereinafter called the Assignee).

WHEREAS the Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of February 1, 1974 (hereinafter called the Lease);

WHEREAS the Lessor and the Assignee have entered into an Assignment of Lease and Agreement dated as of February 1, 1974 (hereinafter called the Assignment);

WHEREAS the Lease and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 26, 1974, at 1:15 p.m., and were assigned recordation number 7607; and

WHEREAS certain units of railroad equipment listed in the Lease have not been delivered and accepted pursuant to the terms thereof and are not subject thereto; and

WHEREAS the parties hereto now desire to amend the Lease to show for the public record that such units are not subject to the Lease;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The Lease is hereby amended to exclude from Schedule A thereto ten 100-ton covered hopper cars identified by the Lessee's road numbers WP 11956 through WP 11965 and ten 60' 100-ton insulated box cars identified by the Lessee's road numbers WP 67042 through WP 67051.

2. The Lease is hereby amended to exclude ACF Industries, Incorporated, and PACCAR Inc from the meaning of the term "Builder" or "Builders" as used therein. The term "Builders" shall mean "Builder" and shall refer only to Midwest Freight Car Company.

3. The Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 16 of the Lease.

5. Except as amended hereby, the Lease and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers

thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE WESTERN PACIFIC RAILROAD
COMPANY,

by *W. W. Humbo, Jr.*
Vice President

[Corporate Seal]

Attest:

Kathleen M. Bell
Assistant Secretary

GATX THIRD AIRCRAFT CORPORATION,

by *B. B. Green*
Senior Vice President

[Corporate Seal]

Attest:

Stanley E. Gutman
Assistant Secretary

UNITED STATES TRUST COMPANY OF
NEW YORK, as agent,

by *Malcolm B. [Signature]*
Vice President

[Corporate Seal]

Attest:

Gene R. Scocca
Assistant Secretary

STATE OF CALIFORNIA,)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this *31st* day of *October* 1974, before me personally appeared **R. W. STUMBO, JR.**, to me personally known, who being by me duly sworn, says that he is Vice President of THE WESTERN PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane L. Fafoutis

Notary Public

[Notarial Stamp]



STATE OF CALIFORNIA,)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this day of 1974, before me personally appeared , to me personally known, who being by me duly sworn, says that he is Vice President of GATX THIRD AIRCRAFT CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Stamp]

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 24th day of October 1974, before me personally appeared **MALCOLM J. HOOD**, to me personally known, who being by me duly sworn, says that he is Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John A. Barone
Notary Public

[Notarial Seal]

JOHN A. BARONE
Notary Public, State of New York
No. 41-5190350 Queens County
Certificate filed in New York County
Term Expires March 30, 1976